

**UNITED STATES DISTRICT COURT FOR THE  
SOUTHERN DISTRICT OF NEW YORK**

BEN & JERRY'S HOMEMADE, INC.,  
CLASS I DIRECTORS OF BEN & JERRY'S  
INDEPENDENT BOARD,

Plaintiffs,

v.

UNILEVER PLC and CONOPCO, INC.,

Defendants.

Case No. 1:24-cv-08641-PKC

**DECLARATION OF DAVID J. LENDER IN SUPPORT OF DEFENDANTS UNILEVER  
PLC'S AND CONOPCO, INC.'S MOTION TO DISMISS**

I, David J. Lender declare under penalty of perjury as follows:

1. I am an attorney admitted to practice before the Courts of the State of New York and the U.S. District Court for the Southern District of New York, and a partner at the law firm of Weil, Gotshal & Manges LLP, attorneys for Defendants Unilever PLC and Conopco, Inc. ("Defendants").

2. I am familiar with the facts, circumstances, and proceedings in this case and submit this Declaration in Support of Defendants' Motion to Dismiss.

3. Attached hereto as Exhibit A is a true and correct copy of the Merger Agreement between Conopco, Inc., Vermont All Natural Expansion Company, and Ben & Jerry's Homemade, Inc., dated April 11, 2000 as amended and restated as of July 5, 2000.

4. Attached hereto as Exhibit B is a true and correct copy of the Shareholders Agreement between Conopco, Inc. and Ben & Jerry's Homemade, Inc., dated August 3, 2000.

5. Attached hereto as Exhibit C is a true and correct copy of email correspondence between Ben & Jerry's Homemade Inc. Independent Board Chair Anuradha Mittal, Ben & Jerry's Finance Director Michael Graining, and Ben & Jerry's CEO Dave Stever dated June 25, 2024, October 1, 2024, and January 2, 2025 regarding confirmation of payment to Canaan Fair Trade.

6. Attached hereto as Exhibit D is a true and correct copy of the Arbitration Award dated March 27, 2024 for the matter of Class I Directors of Ben & Jerry's Board of Directors and Unilever PLC, Conopco, Inc., and Ben & Jerry's Homemade, Inc.

7. Attached hereto as Exhibit E is a true and correct copy of Madeleine Speed, *Ben & Jerry's calls for permanent ceasefire in Gaza*, Financial Times (Jan. 16, 2024).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

This declaration was executed this 19<sup>th</sup> day of March 2025 in New York, New York.

/s/ David J. Lender  
David J. Lender